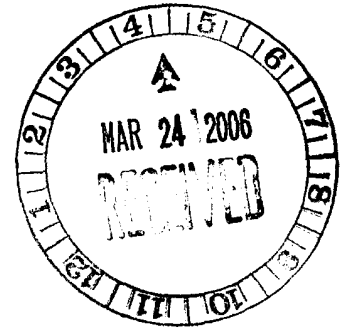




The David J. Joseph Company



March 22, 2006

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

RECORDATION NO. 26244-F FILED

MAR 24 '06

4-47 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated February 23, 2006, between the following parties:

Assignee: LaSalle National Leasing Corporation.
One West Pennsylvania Ave. Suite 100
Towson, MD 21204

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (71) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated February 23, 2006 related to seventy-one (71) railcars bearing reporting marks:

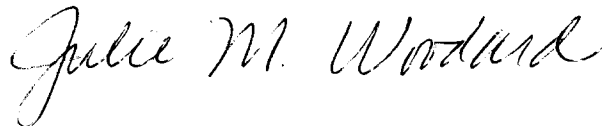
Thirty-one (31) railcars bearing reporting marks SH 250-278, inclusive and SH 294-295, inclusive. Twenty-five (25) railcars bearing reporting marks SH 6150-6174, inclusive. Nine (9) railcars bearing reporting marks SH 279, SH 282, SH 283, SH 285, SH 286, SH 287, SH 289, SH 292 and SH 293. Three (3) railcars bearing reporting marks SH 280, SH 281 and SH 290. Three (3) railcars bearing reporting marks SH 284, SH 288 and SH 291.

Please file this as a secondary document under Recordation Number 26244-F as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 26244 through 26244-E. The filing fee for this document in the amount of \$33.00 is included on the enclosed check No. 578439. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

A handwritten signature in cursive script that reads "Julie M. Woodard".

Julie M. Woodard
Documentation Coordinator

Enclosures

MAR 24 '06

4:47 PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of February 23, 2006 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **LASALLE NATIONAL LEASING CORPORATION**, a Delaware corporation ("Assignee").

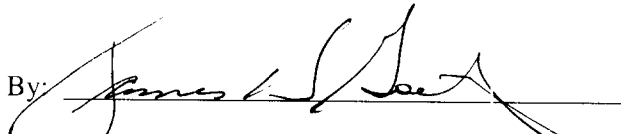
WITNESSETH:

1. Assignor has sold, assigned and transferred to Assignee that certain Master Lease Agreement dated February 17, 2006, Rider No. 1 dated February 17, 2006, Rider No. 2 dated February 17, 2006, Rider No. 3 dated February 17, 2006, Rider No. 4 dated February 17, 2006 and Rider No. 5 dated February 17, 2006, between Assignor, as Lessor, and Mittal Steel USA, Inc., as Lessee, for a total of seventy-one (71) railcars bearing the railroad reporting markings set forth on Schedule I (collectively the "Lease") pursuant to that certain Purchase and Sale Agreement dated as of February 23, 2006 between Assignor, as Seller and Assignee, as Buyer (the "Agreement").
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.
3. Pursuant to the Agreement, Assignee has assumed all of Assignor's rights, title, interest and obligations (except those obligations expressly retained by Assignor under the terms of the Agreement), in, to and under the Lease and the railcars.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

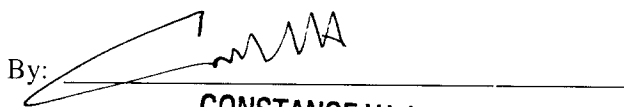
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of February 23, 2006.

THE DAVID J. JOSEPH COMPANY

By: 
Name: James H. Goetz

Title: Executive Vice President & CFO

LASALLE NATIONAL LEASING CORPORATION

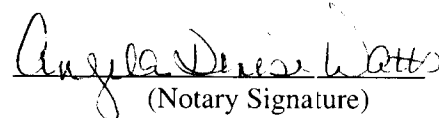
By: 
Name: CONSTANCE W. LANCASTER
SENIOR VICE PRESIDENT

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 23rd day of February, 2006, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23rd day of February, 2006.


(Notary Signature)

My commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C

STATE OF Maryland)
COUNTY OF Baltimore) SS:

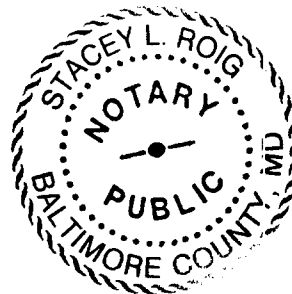
On this 28th day of February, 2006, before me the subscriber, Shacey L. Roig, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Constance Lancaster, to me personally known, who stated and acknowledged that he/she is the SVP of LaSalle National Leasing Corporation, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28th day of February, 2006.

Shacey L. Roig
(Notary Signature)

My commission expires:

August 4, 2009



**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Rider No. 1

Thirty-one (31) railcars bearing reporting marks SH 250-278, inclusive and SH 294-295, inclusive.

Rider No. 2

Twenty-five (25) railcars bearing reporting marks SH 6150-6174, inclusive.

Rider No. 3

Nine (9) railcars bearing reporting marks SH 279, SH 282, SH 283, SH 285, SH 286, SH 287, SH 289, SH 292 and SH 293.

Rider No. 4

Three (3) railcars bearing reporting marks SH 280, SH 281 and SH 290.

Rider No. 5

Three (3) railcars bearing reporting marks SH 284, SH 288 and SH 291.

LEASE: Dated February 17, 2006 between The David J. Joseph Company and Mittal Steel USA, Inc., with Rider Nos. 1 through 5 each dated February 17, 2006.